

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name HJ Dynamic Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 30-1004125

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

5239 Grand Avenue
Davenport, IA 52807

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Scott

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **HJ Dynamic Holdings, LLC**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225**8. Under which chapter of the Bankruptcy Code is the debtor filing?** *Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **HJ Dynamic Holdings, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District _____ When _____

Relationship _____

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☒ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☒ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	HJ Dynamic Holdings, LLC	Case number <i>(if known)</i> _____
	Name	
	<input type="checkbox"/> \$50,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input type="checkbox"/> \$100,000,001 - \$500 million
		<input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion

Debtor **HJ Dynamic Holdings, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **09/02/2022**
MM / DD / YYYY**X /s/ Thomas A. Sacco**

Signature of authorized representative of debtor

Thomas A. Sacco

Printed name

Title **President and CEO****18. Signature of attorney****X /s/ Mark Minuti**

Signature of attorney for debtor

Date **09/02/2022**

MM / DD / YYYY

Mark Minuti 2659

Printed name

Saul Ewing Arnstein & Lehr LLP

Firm name

**1201 North Market Street
Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone **(302) 421-6840**Email address **Mark.Minuti@saul.com****2659 DE**

Bar number and State

Debtor **HJ Dynamic Holdings, LLC** Case number (if known) _____
 Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	Dynamic Restaurant Acquisition, Inc. d/b/a Happy Joe's Pizza	Relationship to you	_____
District	Delaware	When	_____
Debtor	TS Dynamic Acquisition, Inc.	Relationship to you	_____
District	Delaware	When	_____
Debtor	TS Dynamic Holdings, LLC	Relationship to you	_____
District	Delaware	When	_____

**WRITTEN ACTION OF THE
MANAGING MEMBER OF HJ DYNAMIC HOLDINGS, LLC**

The undersigned Managing Member of HJ Dynamic Holdings, LLC, a Delaware limited liability company (“**HJ Dynamic**”), hereby takes the following actions pursuant to Chapter 18 of the Delaware Statutes, the Limited Liability Company Agreement of HJ Dynamic Holdings, LLC, dated October 24, 2017 (the “**Operating Agreement**”), and otherwise pursuant to applicable law, to be effective as of August 30, 2022:

WHEREAS, Dynamic Restaurant Acquisition, Inc. d/b/a Happy Joe’s Pizza, a Delaware corporation (“**DRA**” and, together with HJ Dynamic, the “**Company**”), is a wholly-owned subsidiary of HJ Dynamic;

WHEREAS, pursuant to Section 5 of the Operating Agreement, the business and affairs of HJ Dynamic are managed by Dynamic Restaurant Holdings, LLC (“**Holdings**”) and LK Diversified, Inc. f/k/a Happy Joe’s Pizza and Ice Cream Parlors, Inc. (“**LK Diversified**,” and together with Holdings, the “**Managing Members**”), and the Managing Members have the sole authority to manage HJ Dynamic and are authorized to make any and all contracts and decisions, enter into transactions and make and obtain any commitments on its behalf;

WHEREAS, pursuant to Section 5 of the Operating Agreement, the Managing Members’ votes shall be 55.7% by Holdings and 44.3% by LK Diversified (with respect to each of such Managing Members for so long as it remains a Member of the Company);

WHEREAS, pursuant to Section 5 of the Operating Agreement, quorum and action shall be greater than fifty percent (50%) of the voting rights and, as such, Managing Member Holdings is permitted to authorize the actions set forth herein in its sole authority;

WHEREAS, Dynamic Restaurant Acquisition, Inc. d/b/a Happy Joe’s Pizza, a Delaware corporation (“**DRA**” and, together with HJ Dynamic, the “**Company**”), is a wholly-owned subsidiary of HJ Dynamic and Managing Member Holdings may therefore authorize and approve corporate actions on TS’s behalf.

AUTHORIZATION TO FILE VOLUNTARY PETITIONS UNDER CHAPTER 11

WHEREAS, the undersigned Managing Member has reviewed the Company’s financial records, has considered the Company’s business and financial condition, and is aware of the Company’s assets, liabilities, potential liabilities and liquidity; and has had the opportunity to consult with the Company’s management and advisors and fully considered all of the Company’s strategic alternatives; and

WHEREAS, as a result of the Company’s current financial situation, it appears that it may be necessary for the Company to file for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned Managing Member has determined in its judgment that it may be desirable and in the best interests of the Company, its creditors and other interested parties to commence a case under chapter 11 of the Bankruptcy Code (each a “**Chapter 11 Case**” and collectively, the “**Chapter 11 Cases**”); and

FURTHER RESOLVED, that the Chief Executive Officer and Chief Financial Officer, or any other duly appointed officer of the Company (each individually an “**Authorized Officer**” and collectively the “**Authorized Officers**”), alone or with one or more other Authorized Officers be, and hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence a Chapter 11 Case, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case; and

RETENTION OF PROFESSIONALS

FURTHER RESOLVED, that the law firm of Saul Ewing Arnstein & Lehr LLP (“**SEA&L**”) is hereby engaged as general and special bankruptcy counsel for the Company and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain SEA&L in accordance with applicable law; and

FURTHER RESOLVED, that the firm of Omni Agent Solutions (“**Omni**”) is hereby engaged as notice, claims and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and remedies and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Omni in accordance with applicable law; and

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company with respect to legal professionals, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and

GENERAL AUTHORIZATIONS

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects ratified and approved; and

FURTHER RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent; and

FURTHER RESOLVED, that these resolutions shall be filed with the records of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Written Action to be effective as of the date first above written.

MANAGING MEMBER

Thomas A Sacco

Dynamic Restaurant Holdings, LLC

By: Thomas A. Sacco

Its: President

[Signature Page to Written Action]

Debtor name HJ Dynamic Holdings, LLC, et al.**UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW HAMPSHIRE**

Case No. (If known) _____

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 LK Diversified, Inc fka Happy Joe's Pizza and Ice Cream, Inc 4108 Charles Ct Bettendorf, IA 52722	Email: ljw60@icloud.com	Loan obligation				\$1,163,363.38
2 Toan Group 8, LLC Attn: Paul Toan 2837 Fulton St Berkeley, CA 94705	Paul Toan Email: paul.toan@comcast.net	Lease obligation				\$89,729.00
3 Steve & Dinah Wang Address Redacted	Email: redacted	Lease obligation				\$44,855.00
4 Mall at Great Lakes, LLC c/o Washington Prime Group, LP Attn: Jess Hart 180 E Broad St Columbus, OH 43215	Jess Hart Email: jess.hart@washingtonprime.com	Lease obligation				\$13,579.00
5 Toscana Realty, LLC c/o Bradley Company, LLC Attn: Jamie Demitruk P.O. Box 540 South Bend, IN 46624-0540	Jamie Demitruk Email: jdemitruk@bradleyco.com	Lease obligation				\$9,423.00

Debtor name HJ Dynamic Holdings, LLC, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Two Men & A Truck 5000 Tremont Ave, Ste 202 Davenport, IA 52807	Email: info0380@twomen.com	Trade Debt				\$2,700.00
7 Performance Food Group 5030 Baseline Rd Montgomery, IL 60538	Email: Erick.Peoples@pfgc.com	Trade Debt				\$2,700.00
8 NNE Enterprise, LLC Attn: Nick Eissa, Manager 16586 E Elm Haven Dr Hacienda Heights, CA 91745	Nick Eissa, Manager Email: nickeissa@hotmail.com	Lease obligation				\$2,680.00
9 Sage Software 14855 Collections Center Dr Chicago, IL 60693	Email: nicole.dawson@sage.com	Trade Debt				\$2,316.00
10 Ewert Plumbing and Heating 1316 W 4th St Davenport, IA 52802	Email: meranda@ewertplumbing.com	Trade Debt				\$2,000.00
11 PepsiCo, Inc PepsiCo Sales, Inc & PepsiCola Advertising & Marketing, Inc Attn: Division Counsel 700 Anderson Hill Rd Purchase, NY 10577	Division Counsel Email: julian.walton@pepsico.com	Trade debt				\$1,234.00
12 Joshen Paper & Packaging Co, Inc 5800 Grant Ave Cuyahoga Heights, OH 44105	Email: psmith@joshen.com	Trade debt				\$750.00

Debtor name HJ Dynamic Holdings, LLC, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 Cintas Corporation 6800 Cintas Blvd P.O. Box 625737 Cincinnati, OH 45262	Email: adamsa5@cintas.com	Trade debt				\$700.00
14 Aramark Uniform Services 2680 Palumbo Dr Lexington, KY 40509		Trade debt				\$600.00
15 NuCo2 Inc 2800 SE Market Pl Stuart, FL 34997	Email: customerservice@nuco2.com	Trade debt				\$500.00
16 Millenium Waste Inc 13606 Knoxville Rd Milan, IL 61264	Email: olpmillenniumwaste@wcnx.org	Trade Debt				\$500.00
17 Office Depot, LLC 6600 N Military Trl Boca Raton, FL 33496	Fax: 800-685-5010	Trade Debt				\$261.00
18 Mason's Window Cleaning Services 934 S 27th St South Bend, IN 46530		Trade Debt				\$100.00
19 Gordon Food Service 5440 N Main St Mishawaka, IN 46545	Email: holly.sietsema@gfs.com	Trade Debt				\$76.00

Debtor name HJ Dynamic Holdings, LLC, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20 Mack the Knife, LLC P.O. Box 1472 Dayton, OH 45101-1472		Trade Debt				\$56.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

HJ DYNAMIC HOLDINGS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-_____ ()

(Joint Administration Requested)

**COMBINED CORPORATE OWNERSHIP STATEMENT AND
LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3) and 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 1007.1 of the Federal Rules of Bankruptcy Procedure, HJ Dynamic Holdings, LLC and certain of its affiliates, who are or may be debtors and debtors in possession in the above-captioned chapter 11 cases, hereby state as follows:

1. Debtor HJ Dynamic Holdings, LLC is owned 100% by non-debtors: (i) Dynamic Restaurant Holdings, LLC (which holds 100% of Class A Units and 100% of Common Units), and (ii) Happy Joe's Pizza and Ice Cream Parlors, Inc. n/k/a LK Diversified, Inc. (which holds 100% of Class B Units). Dynamic Restaurant Holdings, LLC's last known address is 5239 Grand Avenue, Davenport, IA 52807. LK Diversified, Inc.'s last known address is 4108 Charles Court, Bettendorf, IA 52722.
2. Debtor TS Dynamic Holdings, LLC is owned by non-debtors: (i) Dynamic Restaurant Holdings, LLC (85%) and Aspen G LLC (15%). Dynamic Restaurant Holdings, LLC's last known address is 5239 Grand Avenue, Davenport, IA 52807. Aspen G LLC's last known address is 17 Bluebill Ave., Apt 706, Naples, FL 34108.
3. Debtor Dynamic Restaurant Acquisition, Inc. d/b/a Happy Joe's Pizza is 100% owned by Debtor HJ Dynamic Holdings, LLC.
4. Debtor TS Dynamic Acquisition, Inc. is 100% owned by Debtor TS Dynamic Holdings, LLC.

¹

The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are HJ Dynamic Holdings, LLC (4125), TS Dynamic Holdings, LLC (6365), Dynamic Restaurant Acquisition, Inc. d/b/a Happy Joe's Pizza (8894), TS Dynamic Acquisition, Inc. (9439). The Debtors' mailing address is 5239 Grand Avenue, Davenport, Iowa 52807.

Fill in this information to identify the case:Debtor name HJ Dynamic Holdings, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Combined Corporate Ownership Statement and List of Equity Security Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/02/2022X /s/ Thomas A. Sacco

Signature of individual signing on behalf of debtor

Thomas A. Sacco

Printed name

President and CEO

Position or relationship to debtor

Form 8879-PE Department of the Treasury Internal Revenue Service	IRS e-file Signature Authorization for Form 1065 ► ERO must obtain and retain completed Form 8879-PE. ► Go to www.irs.gov/Form8879PE for the latest information. For calendar year 2020, or tax year beginning OCT 1 , 2020, ending SEP 30 , 20 21 .	OMB No. 1545-0123 <div style="font-size: 2em; font-weight: bold;">2020</div>
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Name of partnership HJ DYNAMIC HOLDINGS, LLC	Employer identification number 30-1004125
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Part I	Tax Return Information (Whole dollars only)	
1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1
2	Gross profit (Form 1065, line 3)	2
3	Ordinary business income (loss) (Form 1065, line 22)	3
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5

Part II	Declaration and Signature Authorization of Partner or Member (Be sure to get a copy of the partnership's return.)
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Under penalties of perjury, I declare that I am a partner or member of the above partnership and that I have examined a copy of the partnership's 2020 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic return of partnership income. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income.

Partner's or Member's PIN: check one box only

<input checked="" type="checkbox"/>	I authorize <u>UHY ADVISORS MO, INC.</u> to enter my PIN 04125	Don't enter all zeros
	ERO firm name	
	as my signature on the partnership's 2020 electronically filed return of partnership income.	
<input type="checkbox"/>	As a partner or member of the partnership, I will enter my PIN as my signature on the partnership's 2020 electronically filed return of partnership income.	

Partner's or member's signature ► _____
 Title ► PRESIDENT/CEO Date ► _____

Part III	Certification and Authentication
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ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 42559710405
Don't enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2020 electronically filed return of partnership income for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 3112**, IRS *e-file* Application and Participation, and **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns.

ERO's signature ► _____ Date ► _____

ERO Must Retain This Form - See Instructions
Don't Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-PE** (2020)

LHA

Form **1065**Department of the Treasury
Internal Revenue Service

U.S. Return of Partnership Income

OMB No. 1545-0123

For calendar year 2020, or tax year beginning OCT 1, 2020, ending SEP 30, 2021.Go to www.irs.gov/Form1065 for instructions and the latest information.**2020**

A Principal business activity HOLDING COMPANY	Type or Print	Name of partnership HJ DYNAMIC HOLDINGS, LLC	D Employer identification number 30-1004125
B Principal product or service INVESTMENTS		Number, street, and room or suite no. If a P.O. box, see instructions. 2705 HAPPY JOE DRIVE	E Date business started 06/21/2017
C Business code number 551112		City or town, state or province, country, and ZIP or foreign postal code BETTENDORF IA 52722	F Total assets \$ 2,724,729.
G Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return			
H Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify) ▶			
I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ 2			
J Check if Schedules C and M-3 are attached ▶ <input type="checkbox"/>			
K Check if partnership: (1) <input type="checkbox"/> Aggregated activities for section 465 at-risk purposes (2) <input type="checkbox"/> Grouped activities for section 469 passive activity purposes			

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See instructions for more information.

Income	1 a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a		1c
	2 Cost of goods sold (attach Form 1125-A)		2
	3 Gross profit. Subtract line 2 from line 1c		3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)		4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))		5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)		6
7 Other income (loss) (attach statement)		7	
8 Total income (loss). Combine lines 3 through 7		8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)		9
	10 Guaranteed payments to partners		10
	11 Repairs and maintenance		11
	12 Bad debts		12
	13 Rent		13
	14 Taxes and licenses		14
	15 Interest (see instructions)		15
	16 a Depreciation (if required, attach Form 4562)	16a	
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b	16c
	17 Depletion (Do not deduct oil and gas depletion.)		17
	18 Retirement plans, etc.		18
19 Employee benefit programs		19	
20 Other deductions (attach statement)		20	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21	
22 Ordinary business income (loss). Subtract line 21 from line 8		22 0.	
Tax and Payments	23 Interest due under the look-back method-completed long-term contracts (attach Form 8697)		23
	24 Interest due under the look-back method-income forecast method (attach Form 8866)		24
	25 BBA AAR imputed underpayment (see instructions)		25
	26 Other taxes (see instructions)		26
	27 Total balance due. Add lines 23 through 26		27
	28 Payment (see instructions)		28
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed		29
	30 Overpayment. If line 28 is larger than line 27, enter overpayment		30

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.			
	Signature of partner or limited liability company member ▶		Date ▶	
Paid Preparer Use Only	Print/Type preparer's name DAVID J. HOVE	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ▶ UHY ADVISORS MO, INC.	Firm's EIN ▶ 43-1305800		PTIN P00279704
	Firm's address ▶ 4200 UNIVERSITY AVE., SUITE 410 WEST DES MOINES, IA 50266		Phone no. 515-222-5680	

Form 1065 (2020)

HJ DYNAMIC HOLDINGS, LLC

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Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:	Yes	No
a <input type="checkbox"/> Domestic general partnership		
b <input type="checkbox"/> Domestic limited partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company		
d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership		
f <input type="checkbox"/> Other ▶		
2 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership	X	
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
3 At the end of the tax year, did the partnership:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below	X	
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
DYNAMIC RESTAURANT ACQUISITION, INC.	82-0658894	UNITED STATES
DYNAMIC RESTAURANT FRANCHISING, INC.	82-1956403	UNITED STATES
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity
4 Does the partnership satisfy all four of the following conditions?	Yes	No
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$ 1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3		X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.		
5 Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?		X
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
8 At any time during calendar year 2020, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶		X
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
10 a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X

Form 1065 (2020)

HJ DYNAMIC HOLDINGS, LLC

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Schedule B Other Information (continued)

	Yes	No
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
11 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year)		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions		
14 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership		X
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return		
16 a Did you make any payments in 2020 that would require you to file Form(s) 1099? See instructions		X
b If "Yes," did you or will you file required Form(s) 1099?		
17 Enter the number of Forms 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return		
18 Enter the number of partners that are foreign governments under section 892		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938		X
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)?		X
22 During the tax year, did the partnership pay or accrue any interest or royalty for which one or more partners are not allowed a deduction under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions \$		X
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the partnership satisfy one or more of the following? See instructions a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		X
25 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR ► **DYNAMIC RESTAURANT HOLDINGS, LLC**U.S. address of PR ► **2705 HAPPY JOE DRIVE
BETTENDORF, IA 52722**U.S. phone number of PR ► **563-332-8811**If the PR is an entity, name of the designated individual for the PR ► **TOM SACCO**U.S. address of designated individual ► **2705 HAPPY JOE DRIVE
BETTENDORF, IA 52722**U.S. phone number of designated individual ► **563-332-8811**

26 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 16 \$		X
27 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership		
28 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X
29 Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties constituting a trade or business of your partnership, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the partners held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions.		
Percentage: By Vote By Value		X

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	0.
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a b Capital 4b		
	c Total. Add lines 4a and 4b	4c	
	5 Interest income	5	
	6 Dividends and dividend equivalents: a Ordinary dividends b Qualified dividends 6b c Dividend equivalents 6c	6a	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Income (Loss)	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss) 9b		
	c Unrecaptured section 1250 gain (attach statement) 9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14a Net earnings (loss) from self-employment	14a	0.
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Reserved for future use ▶ e Foreign branch category ▶	16e	
	f Passive category ▶ g General category ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partner level		
	i Interest expense ▶ j Other ▶	16j	
	Deductions allocated and apportioned at partnership level to foreign source income		
	k Reserved for future use ▶ l Foreign branch category ▶	16l	
	m Passive category ▶ n General category ▶ o Other ▶	16o	
	p Total foreign taxes (check one): Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16p	
q Reduction in taxes available for credit (attach statement)	16q		
r Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement)			

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16p						1	0.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners							

Schedule L Balance Sheets per Books

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash				
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners (or persons related to partners)				
b Mortgage and real estate loans				
8 Other investments (attach statement)	STATEMENT 1	1,277,250.		2,724,729.
9a Buildings and other depreciable assets				
b Less accumulated depreciation				
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets		1,277,250.		2,724,729.
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)				
b Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)	STATEMENT 2	2,360,370.		2,360,370.
21 Partners' capital accounts		-1,083,120.		364,359.
22 Total liabilities and capital		1,277,250.		2,724,729.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	1,447,479.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		STMT 3	1,447,479.
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16p (itemize):		7 Deductions included on Schedule K, lines 1 through 13d, and 16p, not charged against book income this year (itemize):	
a Depreciation \$		a Depreciation \$	
b Travel and entertainment \$		8 Add lines 6 and 7	1,447,479.
5 Add lines 1 through 4	1,447,479.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	0.

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	1,980,680.	6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	1,980,680.
5 Add lines 1 through 4	1,980,680.		

		2022	2021
ASSETS			
OTHER LONG TERM ASSETS			
1943	Investment in DRA	(\$547,285.00)	(\$302,508.93)
1944	Investment in DRF	1,425,271.89	2,216,372.76
	Total Other Long Term Assets	877,986.89	1,913,863.83
	Total Assets	877,986.89	1,913,863.83
LIABILITIES and STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
2175	Intercompany - HJ DH and DRH	(582,143.00)	(582,143.00)
2185	Intercompany - Holding Co and Subsidiary	(80,000.00)	(80,000.00)
	Total Current Liabilities	(662,143.00)	(662,143.00)
LONG TERM DEBT			
2428	Loan from DRH	3,022,513.00	3,022,513.00
	Total Long Term Debt	3,022,513.00	3,022,513.00
	Total Liabilities	2,360,370.00	2,360,370.00
STOCKHOLDERS' EQUITY			
2508	Preferred Class B Units-LK Diversified	1,000,000.00	1,000,000.00
2513	Discount on Preferred Class B Units	(276,807.00)	(276,807.00)
2509	Preferred Class A Units-DRH	1,257,487.00	1,257,487.00
2700	Retained Earnings	(1,714,074.17)	(3,063,800.66)
	Current Year Profit/Loss	(1,748,988.94)	636,614.49
	Total Stockholders' Equity	(1,482,383.11)	(446,506.17)
	Total Liabilities & Stockholders' Equity	877,986.89	1,913,863.83

HJ Dynamics Holdings, LLC
Income Statement
For the Ten Months Ending Sunday, July 31, 2022

Actual July	% Sales	Last Year July	% Sales	% Variance		Actual 2022	% Sales	Last Year 2021	% Sales
					INCOME/EXPENSES				
(\$73,185.88)	.00	(\$5,711.33)	.00	1181.42	9000 Gain/Loss on Investment in DRA	(\$1,196,579.18)	.00	\$766,523.50	.00
(35,110.64)	.00	(704.43)	.00	4884.26	9010 Gain/Loss on Investment in DRF	(552,409.76)	.00	(129,909.01)	.00
(108,296.52)	.00	(6,415.76)	.00	1587.98	Total Income/Expenses	(1,748,988.94)	.00	636,614.49	.00
(108,296.52)	.00	(6,415.76)	.00	1587.98	NET INCOME (LOSS)	(1,748,988.94)	.00	636,614.49	.00

HJ Dynamics Holdings, LLC
Income Statement
For the Ten Months Ending Sunday, July 31, 2022

%
<u>Variance</u>
(256.10)
<u>325.23</u>
(374.73)
<u><u>(374.73)</u></u>

Balance Sheet
7/31/2022
Change

Cash Flow from Operating Activities	
Net Income (Loss)	(2,153,082.33)
Depreciation	251,111.99
Amortization	455,467.35
Interest Expense	212,941.16
(Incr)/Decr in Accounts Receivable	(3,593.44)
(Incr)/Decr in Inventory	39,253.24
(Incr)/Decr in Other Assets	(124,135.56)
Incr/(Decr) in Accounts Payable	(379,746.53)
Incr/(Decr) in Accrued Expenses	71,197.36
Incr/(Decr) in Deferred Revenue	355,821.46
Net Cash Flow from Operating Activities	(1,274,765.30)
Cash Flow From Investing Activities:	
Increase in Other LT Assets	10,703.55
Net (Purchase)/Sale of Property & Equipment	(371,970.33)
(Incr)/Decr of Intangible Assets	
Net Cash Flow from Investing Activities	(361,266.78)
Cash Flow From Financing Activities	
Interest Expense	(212,941.16)
Incr/(Decr) in Accr Interest-Subord Debt	
Proceeds/(Payment) on SBA EIDL Loan	(2,446.03)
Proceeds/(Payment) on Subord Debt	
Equity Infusion	
Net cash Flow From Financing Activities	(215,387.19)
Increase/ (Decrease) in Cash	(1,851,419.27)
Change in Cash Balances	(1,851,419.27)
Beginning Balance 10/1/21	2,141,948.11
Ending Balance 7/31/22	290,528.84